

FMC CORP  
Form 10-Q/A  
November 08, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-Q/A**

**AMENDMENT NO. 1**

**x Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**For the quarterly period ended September 30, 2005**

**or**

**“ Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number 1-2376**

**FMC CORPORATION**

**(Exact name of registrant as specified in its charter)**

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**Delaware**  
(State or other jurisdiction of incorporation or organization)

**94-0479804**  
(I.R.S. Employer Identification No.)

1735 Market Street

**Philadelphia, Pennsylvania**  
(Address of principal executive offices)

**19103**  
(Zip Code)

Registrant's telephone number, including area code: 215/299-6000

INDICATE BY CHECK MARK WHETHER THE REGISTRANT (1) HAS FILED ALL REPORTS REQUIRED TO BE FILED BY SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 DURING THE PRECEDING 12 MONTHS (OR FOR SUCH SHORTER PERIOD THAT THE REGISTRANT WAS REQUIRED TO FILE SUCH REPORTS), AND (2) HAS BEEN SUBJECT TO SUCH FILING REQUIREMENTS FOR THE PAST 90 DAYS YES  NO

INDICATE BY CHECK MARK WHETHER THE REGISTRANT IS AN ACCELERATED FILER (AS DEFINED IN RULE 12b-2 OF THE ACT.) YES  NO

INDICATE BY CHECK MARK WHETHER THE REGISTRANT IS A SHELL COMPANY (AS DEFINED IN RULE 12b-2 OF THE ACT.) YES  NO

INDICATE THE NUMBER OF SHARES OUTSTANDING OF EACH OF THE ISSUER'S CLASSES OF COMMON STOCK, AS OF THE LATEST PRACTICABLE DATE

| Class                                    | Outstanding at October 31, 2005 |
|--|---------------------------------|
| Common Stock, par value \$0.10 per share | 37,968,068 _____                |

**EXPLANATORY NOTE**

This amendment to the Form 10-Q of FMC Corporation is filed to include exhibit 10 under Item 6 of Part II which was not included in the originally filed Form 10-Q on November 4, 2005. No other portion of the report on Form 10-Q as originally filed is being modified by this amendment.

PART II OTHER INFORMATION

**ITEM 6. EXHIBITS**

**Exhibits**

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|      |  |
|------|--|
| 12   | Statement of Computation of Ratios of Earnings to Fixed Charges*   |
| 10   | Asset Purchase Agreement among FMC Corporation, Solutia Inc., Astaris LLC, Israel Chemicals Limited and ICL Performance Products Holding Inc. dated as of September 1, 2005.** |
| 15   | Awareness Letter of KPMG LLP*  |
| 31.1 | Chief Executive Officer Certification *  |
| 31.2 | Chief Financial Officer Certification *  |
| 32.1 | CEO Certification of Quarterly Report*   |
| 32.2 | CFO Certification of Quarterly Report*   |

\* Previously filed on Form 10-Q dated November 4, 2005

\*\* Filed Herewith

**INDEX OF EXHIBITS FILED WITH OR  
INCORPORATED BY REFERENCE INTO  
FORM 10-Q OF FMC CORPORATION  
FOR THE QUARTER ENDED SEPTEMBER 30, 2005**

**Exhibit**

| <u>No.</u> | <u>Exhibit Description</u>  |
|------------|---|
| 12         | Statement of Computation of Ratios of Earnings to Fixed Charges*  |
| 15         | Awareness Letter of KPMG LLP*   |
| 10         | Asset Purchase Agreement among FMC Corporation, Solutia Inc., Astaris LLC, Israel Chemicals Limited and ICL Performance Products Holding Inc. dated as of September 1, 2005** |
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| 31.2       | Chief Financial Officer Certification*  |
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\* Previously filed on Form 10-Q dated November 4, 2005

\*\* Filed herewith

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**FMC CORPORATION**

**(Registrant)**

/s/ W. KIM FOSTER

By: \_\_\_\_\_

**W. Kim Foster**

**Senior Vice President and**

**Chief Financial Officer**

Date: November 8, 2005